

BYLAWS OF THE HEALTH INFORMATION TECHNOLOGY AND TRANSPARENCY ADVISORY BOARD

PREAMBLE

The Health Information Technology and Transparency Advisory Board was created by Governor Sonny Purdue through Executive Order dated October 17, 2006 for the purpose of furthering the State of Georgia's Medicaid Modernization Plan wherein marketplace transparency within the healthcare industry is fostered through electronic means.

ARTICLE I

The name of the organization shall be the Health Information Technology and Transparency Advisory Board which shall hereinafter be referred to as the "Board".

ARTICLE II

The purpose of the Board is to advise the Department of Community Health (hereinafter referred to as the "Department" or "DCH") in establishing a statewide strategy that will:

- (1) encourage the empowerment of health care consumers by granting full access to health care information so that they are fully informed when making health decisions and
- (2) improve patient safety and health care quality.

The Board shall accomplish this purpose by:

- (1) Providing leadership for a coordinated effort across the state to achieve health information exchange;
- (2) Encouraging the use of electronic health records that recognize interoperability standards as identified by the Secretary of the U.S. Department of Health and Human Services; and
- (3) Promoting marketplace transparency within the health care industry and communities through the offering of information to the consumer of health care regarding the cost and quality of health care

while maintaining the security and privacy of patient information.

ARTICLE III

By Executive Order, the membership shall consist of twelve (12) members appointed to the Board by the DCH Commissioner who each shall serve a term of two (2) years ending June 30, 2008.

ARTICLE IV

Section 1. Officers.

The Commissioner shall select from the membership a Chair, Vice Chair, and a Secretary.

Section 2. Chair.

The presiding officer of the Board shall be its Chair who shall serve a term of office commencing December 13, 2006, and terminating June 30, 2008. The Chair may be removed, and a vacancy in office filled, by the DCH Commissioner. The Chair shall preside, when present, at all meetings of the Board; appoint members to committees of the Board; serve as an *ex-officio* member of all committees; act for the Board in executing resolutions of the Board and communicating the actions of the Board to others; call such special meetings as he or she may deem necessary; vote as any other member of the Board on any issue; perform other duties which may be delegated to him or her by the Board; and delegate to the Vice Chair his or her duties as desired.

Section 3. Vice-Chair.

There shall be a Vice Chair of the Board who shall be appointed by the Commissioner. The Vice Chair shall serve a term of office commencing on December 13, 2006, and terminating on June 30, 2008. The Vice-Chair may be removed, vacancy in office filled, by the Commissioner. The Vice Chair shall, in the event of the Chair's absence, preside at meetings of the Board and perform such other duties as may be delegated to him or her either by the Chair or by the Board.

Section 4. Secretary.

There shall be a Secretary of the Board who shall be elected by and from the membership of the Board. The Secretary shall serve a term commencing on December 13, 2006, and terminating on June 30, 2008. The Secretary may be removed, vacancy in office filled, by the Commissioner. The Secretary shall record minutes of all meeting, or have the same recorded by a responsible person and perform such other duties as may be delegated to him or her either by the Chair or by the Board.

ARTICLE V

Section 1. Regular Meetings.

The Board shall meet on the third Wednesday of each month at a time and place prescribed in the notice issued to the public.

Notice of any regular meeting which is to be held at a time, place or date differing from that specified hereinabove shall be given by the Commissioner at least three (3) days prior to such regular meeting. All regular meetings shall be held in accordance with the Open Meetings Act as set forth in Title 50 of the Official Code of Georgia Annotated.

Section 2. Special Meetings.

Special meetings of the Board may be called for any purpose by the Chair or by any six (6) members of this Board.

Notice of any special meeting shall be given by the Commissioner of the Department at least forty-eight (48) hours prior to the special meeting. Notice of any special meeting shall include the date, time, and place of the special meeting and the purpose for which the special meeting is being called.

Section 3. Notice

All members shall file with the Commissioner of the Department the addresses and/or telephone numbers as well as e-mail addresses at which such notices set forth in Section 1 and 2 of this article are to be given.

Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. No action taken at a meeting without a quorum shall be final or official unless and until ratified and confirmed at a subsequent meeting at which a quorum is present.

Section 5. Manner of Acting.

The act of a majority of members present at a meeting at which a quorum is present shall constitute the act of the Board, except as otherwise expressly provided in these By-Laws. No person shall be entitled to exercise a proxy vote for any member.

Section 6. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable, to the extent that they are not inconsistent with the Constitution of laws of Georgia, these By-Laws, or any special rule which the Board may adopt.

Section 7. Conference Telephone Calls.

In the event that circumstances arise where it is not practicable for the Board to meet in a formal assembly, business may be conducted by conference telephone calls, provided that a quorum of the membership participates.

Section 8. Cancellation of Meetings.

The Chair, with the concurrence of the Vice Chair and the DCH Commissioner, may cancel any regular or special meeting of the Board by providing notice of cancellation at least two (2) business days prior to such meeting.

Section 9. Public Records.

All minutes, records, documents, correspondence and other materials of the Board shall be subject to public inspection in accordance with the Open Records Act except as may otherwise be provided by law.

ARTICLE VI

Section 1. Removals.

A member of the Board may be removed by the DCH Commissioner.

Section 2. Resignations.

A member of the Board may resign by sending a letter of resignation to the Chair or the Board members.

Section 3. Vacancies.

Vacancies shall be filled by the Commissioner wherein successors shall serve out the unexpired term of replaced member.

ARTICLE VII

Section 1. Committees.

There shall be two standing committees: (1) The Transparency Committee and (2) The Health Information Exchange Committee.

Section 2. Transparency Committee

The Transparency Committee shall be responsible for advising the Department in regard to promoting marketplace transparency within the health care industry and communities through the offering of information to the consumer of health care regarding the cost and quality of health care.

Section 3. Health Information Exchange Committee

The Health Information Exchange Committee shall be responsible for advising the Department and providing leadership and expertise in regard to the development and establishment of a coordinated effort across the state to achieve health information exchange and to encourage the use of electronic health records that recognize interoperability standards as identified by the Secretary of the U.S. Department of Health and Human Services while maintaining patient privacy and security.

Section 4. Ad hoc Members

The Commissioner shall have the authority to appoint and remove ad hoc members who shall serve in an advisory capacity to the Board. The Chairperson and/or Committee Chairperson, in consultation with the Commissioner, shall determine the scope and nature of participation by ad hoc members. Ad hoc members shall receive appropriate notice pursuant to Article V, Section 3 for meetings related to the purpose of their appointment. Ad hoc members shall not participate in board votes.

ARTICLE VIII

These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by a quorum of the Board at any regular meeting or at any special meeting of the Board, provided that the amendment, alteration, repealed, or new By-Laws has been submitted, in writing, at the previous regular or special meeting of the Board.

CERTIFICATION

These By-Laws were approved at a meeting of the Board by a quorum on January 17, 2007.

Secretary

Date